

Tennessee Payphone Services
4480-H South Cobb Drive, #273
Smyrna, GA 30080

TO:

TelSouth Communication HHI, LLC
601 Hickory Woods Road
Knoxville, TN 37922

RECEIVED

2005 APR 28 PM 12:44

T.R.A. DOCKET ROOM


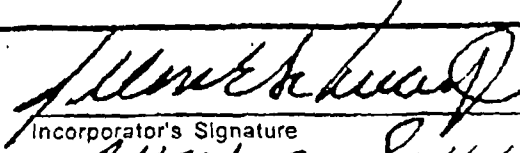
05-00115

Also, I have filed with The State Of Tennessee Dept of State to take the name Tennessee Payphone Services. I am requesting that you transfer all of TelSouth Communications HHI, LLC including the nineteen newly purchased in the Chattanooga area. I am sending you a copy of this filing. I will forward copies of any final papers to you upon them being sent to me.

Sincerely,

Nancy Jackson

Nancy Jackson
601 Hickory Woods Road
Knoxville, TN 37922

<p style="text-align: center;">State of Tennessee</p> <div style="text-align: center;">  </div> <p style="text-align: center;">Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p>	<p style="text-align: center;">For Office Use Only</p>
<p>CHARTER (For-Profit Corporation)</p>	
<p>The undersigned acting as Incorporator(s) of a for-profit corporation under the provisions of the Tennessee Business Corporation Act adopts the following Articles of Incorporation.</p>	
<p>1 The name of the corporation is Tennessee Payphone Services, Inc.</p> <p style="font-size: small;">[NOTE: Pursuant to Tennessee Code Annotated § 48-14-101(a)(1), each corporation name must contain the words corporation, incorporated, or company or the abbreviation corp., inc., or co.]</p>	
<p>2 The number of shares of stock the corporation is authorized to issue is. 1000</p>	
<p>3 The name and complete address of the corporation's initial registered agent and office located in the State of Tennessee is Allen E. Schwartz (Name) 603 W. Main Avenue, Ste 405 Knoxville Tennessee 37902 (Street Address) (City) (State/Zip Code) Knox (County)</p>	
<p>4 List the name and complete address of each Incorporator. Allen E. Schwartz 603 W. Main Avenue, Ste. 405 Knoxville, TN 37902 (Name) (Include Street Address City, State and Zip Code) (Name) (Street Address, City, State and Zip Code) (Name) (Street Address, City, State and Zip Code)</p>	
<p>5 The complete address of the corporation's principal office is 601 Hickory Woods Road Knoxville, Tennessee 37922 (Street Address) (City) (State/Country/Zip Code)</p>	
<p>6 The corporation is for-profit</p>	
<p>7 If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time are Date _____, Time _____ (Not to exceed 90 days)</p>	
<p>8 Other provisions None</p>	
<div style="display: flex; justify-content: space-between;"> <div style="text-align: center;"> <p style="font-size: 1.5em;">3/9/05</p> <p>Signature Date</p> </div> <div style="text-align: center;">  <p>Incorporator's Signature ALLEN E. SCHWARTZ Incorporator's Name (typed or printed)</p> </div> </div>	
<div style="display: flex; justify-content: space-between;"> SS-4417 (Rev 2/02) Filing Fee \$100 RDA 1878 </div>	

TelSouth Communications HHI, LLC

PO Box 22481
Knoxville, TN 37933-2481

AMSOUTH BANK

THE RELATIONSHIP PEOPLE
87-1640

2551

3/14/2005

PAY TO THE
ORDER OF

Tennessee Regulatory Authority

Twenty-Five and 00/100

\$ 25.00

DOLLARS

Attn: Dee Audrain

460 James Robertson Pkwy
Nashville, TN 37243-0505

MEMO

Filing Fee For Name Change

⑈00255⑈ ⑆06400017⑆ 0047095040⑈

TelSouth Communications HHI, LLC

2551

Tennessee Regulatory Authority

Date 03/14/2005
Type Reference
Bill 128897

3/14/2005

Original Amt.	25.00	Balance Due	25.00	Discount	
				Check Amount	25.00

Payment	25.00
	25.00

Amsouth

Filing Fee For Name Change

25.00

TelSouth

COMMUNICATIONS

March 14, 2005

Tennessee Regulatory Authority
P. O. Box 198907
Nashville, TN 37219-8907

RECEIVED

APR 21 2005

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

Company ID 128897
TelSouth Communication HHI, LLC
601 Hickory Woods Road
Knoxville, Tenn. 37922

To whom it may concern:

This is to inform TN Regulatory Authority that TelSouth HHI, LLC has purchased from Matthew Brown under the name of Tennessee Payphone Services all interest in nineteen (19) payphone locations located in the Chattanooga TN area. Please transfer these locations to TelSouth HHI, LLC.

PJ' Food Mart 423-332-9365
Xpresso Mart 423-517-9054
Payment Center 423-634-8996
Bundy's Billards 423-855-9096
Eastgate Mall 423-296-8307
New Roads 423-493-9140
New Roads 423-493-9142
Ducktown Chevron 423-496-9254
Eastgate Mall 423-499-8120
Phillips 66 423-553-9629
Dayton Laundry 423-570-9615
Express Mart 423-624-9208
Playoffs 423-624-9905
Glenwood Citgo 423-629-9923
Buffalo Wild Wings 423-634-9983
Glenwood Citco 423-698-9168
Finishline Mobil 423-855-8667
Buffalo Wild Wings 423-877-8749
Eastgate Mall 423-894-9069

VOUCHER NO. 777258872

CC 2551 SRC. 281.03

AMT. REC. 25.00

DEPOSIT DATE 3/17/05